



STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

MASTER GARDENER FOUNDATION OF
BENTON- FRANKLIN COUNTY.

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 028 861

Date: March 07, 2000



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State
2-921318-8

UBI# 602-028-861
Corp# 2-921318-8

FILED
STATE OF WASHINGTON
MAR 07 2000
RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MASTER GARDENER FOUNDATION OF BENTON-FRANKLIN COUNTY.

The undersigned, acting as incorporators under the provisions of the Washington Non-Profit Corporation Act (RCW 24.03), adopt the following Articles of Incorporation for this corporation:

I. NAME

The name of this corporation shall be the Master Gardener Foundation of Benton-Franklin County.

II. DURATION

The period of duration of this corporation shall be in perpetuity.

III. PURPOSE

The purposes for which this organization is formed are solely educational and charitable in furtherance of the Master Gardener program in the Counties of Benton and Franklin, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit.

IV. DIRECTORS

The name of the Registered Agent of the corporation is Jacque Dilks. The street address of the Registered Office is as follows:

490 Columbia Drive
Richland, WA 99352

There shall be four (4) directors as the initial Board of Directors. Their names and addresses are as follows:

PRESIDENT:

Karen Barton, 1310 Kimball, Richland, WA 99352

VICE PRESIDENT:

Mary Lou Van Liew, 1425 Goethals Dr., Richland, WA 99352

SECRETARY:

Anne Wallace, 89 Waldron, Richland, WA 99352

TREASURER:

Jacque Dilks, 490 Columbia Dr., Richland, WA 99352

Val: 03/07/2000 - 95215
030.00 of 03/07/2000
Check - 03/01/2000 - 869

Directors of the corporation shall not be personally liable to the Corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

V. DISSOLUTION

Upon the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization organized and operated exclusively for such purposes as at the time shall qualify for exemption under the said IRS Code section 501(c)(3) or the corresponding provision of any future U.S. IRS Law, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose to such organization as said court shall determine, which are organized and operated exclusively for such purposes.

VI. INCORPORATORS

The name and address of each incorporator is as follows:

PRESIDENT:

Karen Barton, 1310 Kimball, Richland, WA 99352

VICE PRESIDENT:

Mary Lou Van Liew, 1425 Goethals Dr., Richland, WA 99352

SECRETARY:

Anne Wallace, 89 Waldron, Richland, WA 99352

TREASURER:

Jacque Dilks, 490 Columbia Dr., Richland, WA 99352

IN WITNESS WHEREOF each incorporator has affixed his/her signature on this _____ Day of August, 1999.

Karen Barton, PRESIDENT - Incorporator

Mary L. Van Liew, VICE PRESIDENT Incorporator

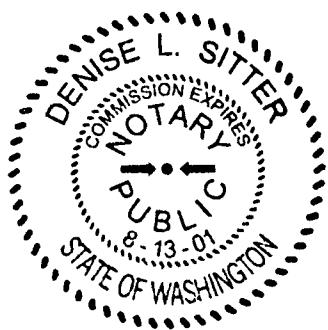
Anne Wallace, SECRETARY Incorporator

Jacqueline Y Dilks, TREASURER Incorporator.

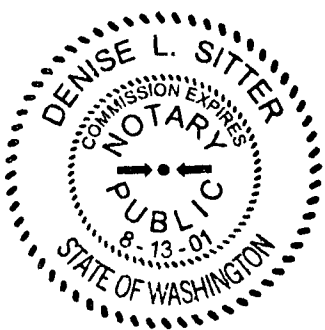
CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Jacque Dilks, hereby consent to serve as Registered Agent in the State of Washington for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation, to forward all mail to the corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

(Date) *Jacqueline G. Dilks*
(Signature of agent designated in Art. IV)



State of Washington
County of Benton
Signed and sworn to (or affirmed) before me on
8-4-99 by Karen Barton + Marylou van Liew
Denise L. Sitter
Notary Public



State of Washington
County of Benton
Signed and sworn to (or affirmed) before me on
8-4-99 by Ange Wallace + Jacque Dilks
Denise L. Sitter
Notary Public